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the AMAZING SPIDER-MAN
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2 GREAT FEATURE-LENGTH SPIDER-MAN THRILLERS!
THE FANTASTIC FOUR THINK I'M TRAPPED! BUT THEY DON'T SUSPECT MY REAL POWER!
EXTRA ADDED ATTRACTION: SPIDER-MAN MEETS THE FANTASTIC FOUR, AS "the CHAMELEON STRIKES!"

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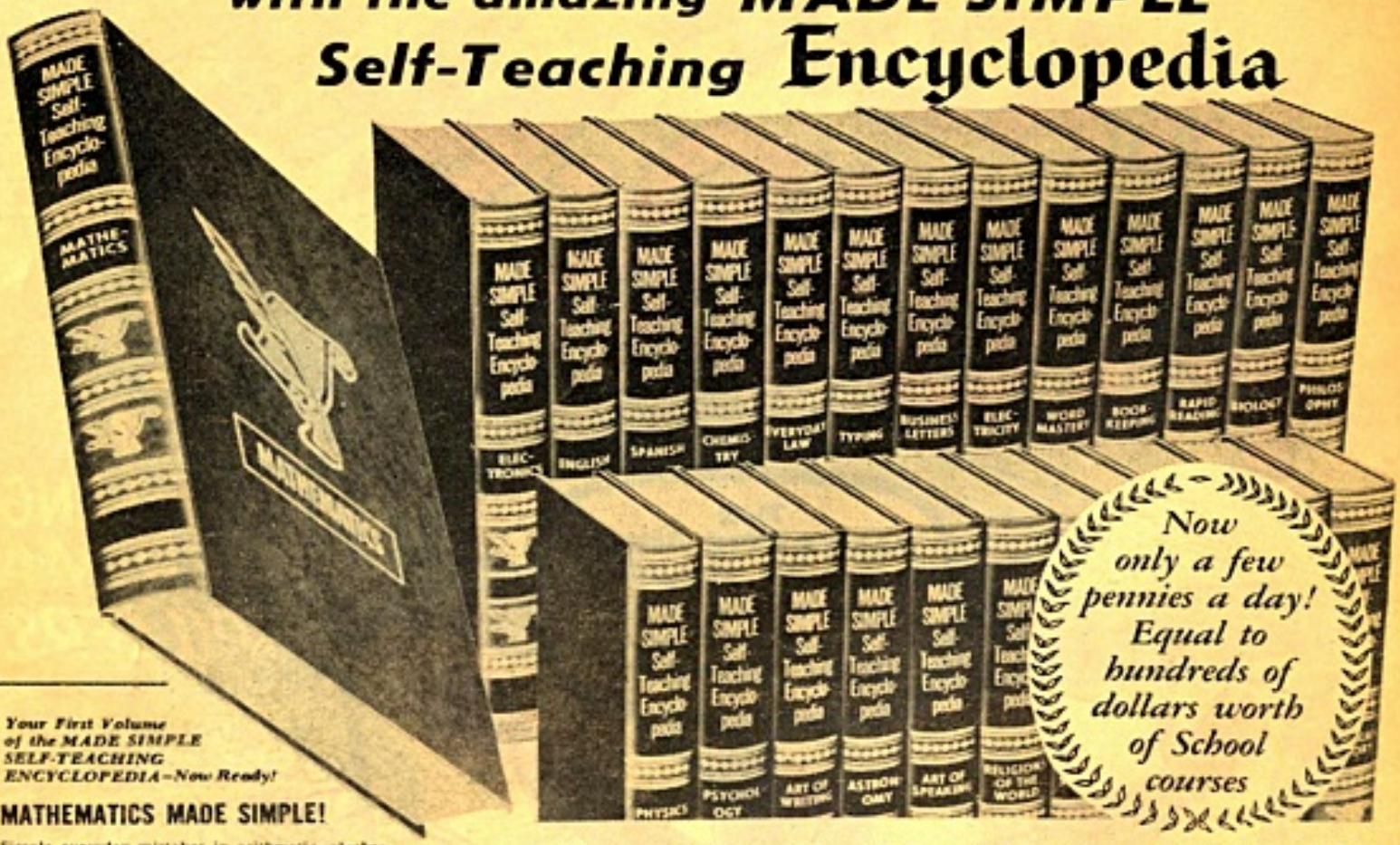


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# SPIDER-MAN

SCRIPT: STAN LEE • ART: STEVE DITKO • LETTERING: JOHNNY DEE

NOTE: SPIDER-MAN FIRST APPEARED AS A FEATURE IN **AMAZING FANTASY** #15 AUG.! SO GREAT WAS YOUR RESPONSE VIA LETTERS AND POSTCARDS, THAT IT WAS DECIDED TO GIVE HIM HIS OWN MAGAZINE! A BRIEF SUMMARY FOLLOWS...

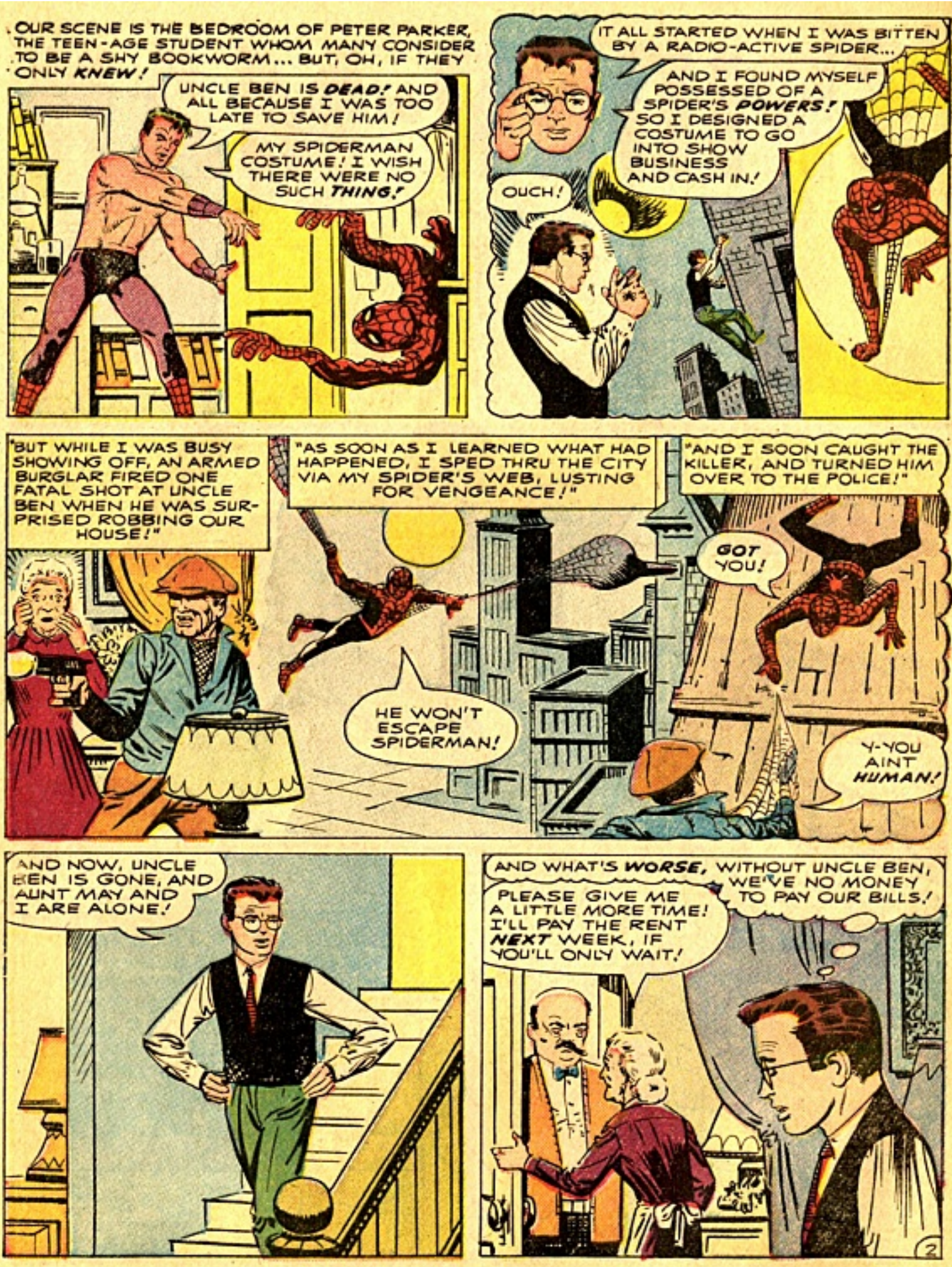
FREAK!

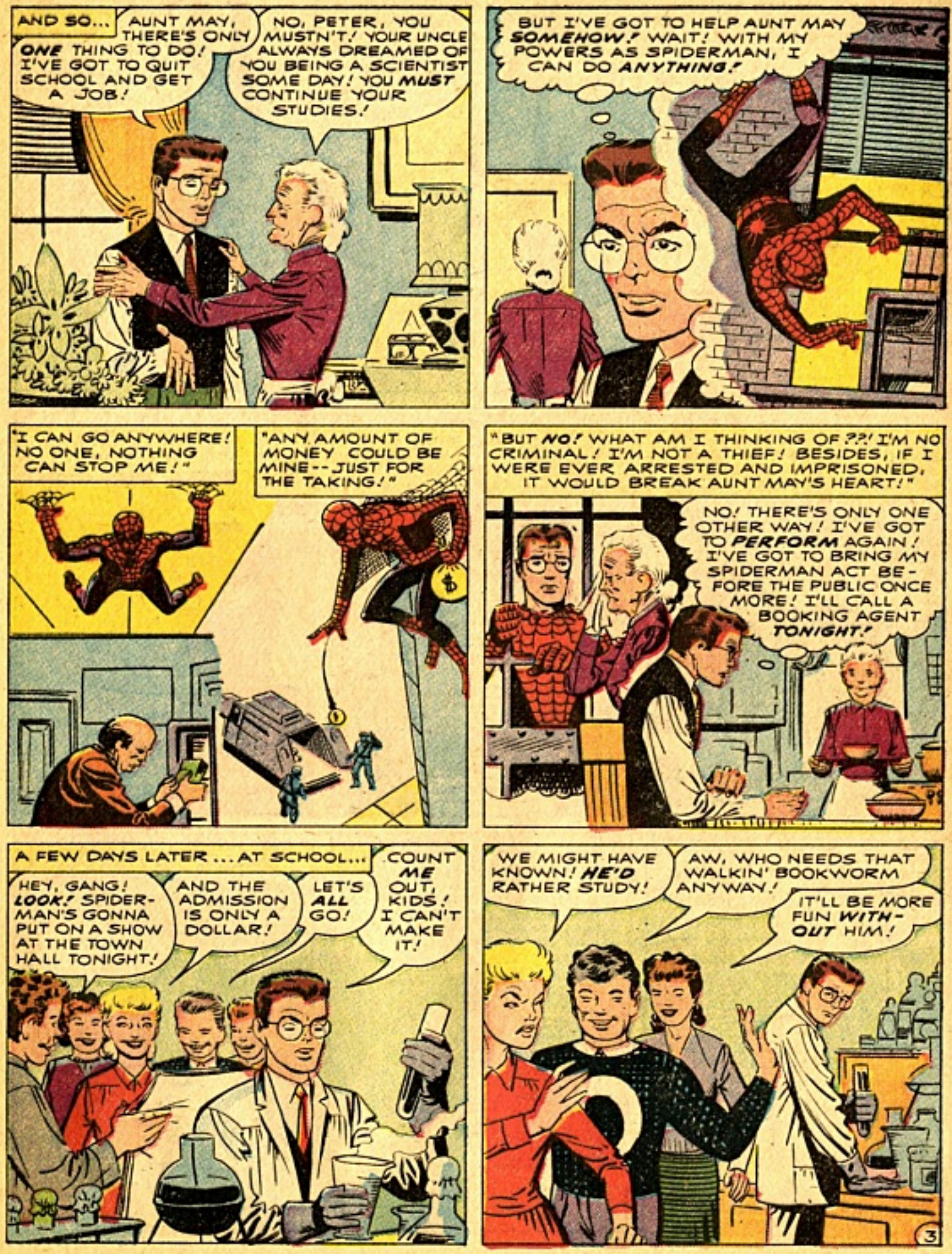
PUBLIC MENACE!

SURE, YOU'VE READ MANY STORIES ABOUT MANY DIFFERENT MAGAZINE HEROES! BUT THERE'S NEVER BEEN A STORY LIKE **THIS** ONE-- BECAUSE THERE'S NEVER BEEN A **HERO** LIKE---

**SPIDER-MAN!**

V-816


OUR SCENE IS THE BEDROOM OF PETER PARKER, THE TEEN-AGE STUDENT WHOM MANY CONSIDER TO BE A SHY BOOKWORM... BUT, OH, IF THEY ONLY KNEW!
UNCLE BEN IS DEAD! AND ALL BECAUSE I WAS TOO LATE TO SAVE HIM!
MY SPIDERMAN COSTUME! I WISH THERE WERE NO SUCH THING!
IT ALL STARTED WHEN I WAS BITTEN BY A RADIO-ACTIVE SPIDER...
AND I FOUND MYSELF POSSESSED OF A SPIDER'S POWERS! SO I DESIGNED A COSTUME TO GO INTO SHOW BUSINESS AND CASH IN!
OUCH!
"BUT WHILE I WAS BUSY SHOWING OFF, AN ARMED BURGLAR FIRED ONE FATAL SHOT AT UNCLE BEN WHEN HE WAS SURPRISED ROBBING OUR HOUSE!"
"AS SOON AS I LEARNED WHAT HAD HAPPENED, I SPED THRU THE CITY VIA MY SPIDER'S WEB, LUSTING FOR VENGEANCE!"
"AND I SOON CAUGHT THE KILLER, AND TURNED HIM OVER TO THE POLICE!"
GOT YOU!
HE WON'T ESCAPE SPIDERMAN!
Y-YOU AINT HUMAN!
AND NOW, UNCLE BEN IS GONE, AND AUNT MAY AND I ARE ALONE!
AND WHAT'S WORSE, WITHOUT UNCLE BEN, WE'VE NO MONEY TO PAY OUR BILLS!
PLEASE GIVE ME A LITTLE MORE TIME! I'LL PAY THE RENT NEXT WEEK, IF YOU'LL ONLY WAIT!
2


AND SO...
AUNT MAY, THERE'S ONLY ONE THING TO DO! I'VE GOT TO QUIT SCHOOL AND GET A JOB!
NO, PETER, YOU MUSTN'T! YOUR UNCLE ALWAYS DREAMED OF YOU BEING A SCIENTIST SOME DAY! YOU MUST CONTINUE YOUR STUDIES!
BUT I'VE GOT TO HELP AUNT MAY SOMEHOW! WAIT! WITH MY POWERS AS SPIDERMAN, I CAN DO ANYTHING!
"I CAN GO ANYWHERE! NO ONE, NOTHING CAN STOP ME!"
"ANY AMOUNT OF MONEY COULD BE MINE--JUST FOR THE TAKING!"
"BUT NO! WHAT AM I THINKING OF?! I'M NO CRIMINAL! I'M NOT A THIEF! BESIDES, IF I WERE EVER ARRESTED AND IMPRISONED, IT WOULD BREAK AUNT MAY'S HEART!"
NO! THERE'S ONLY ONE OTHER WAY! I'VE GOT TO PERFORM AGAIN! I'VE GOT TO BRING MY SPIDERMAN ACT BEFORE THE PUBLIC ONCE MORE! I'LL CALL A BOOKING AGENT TONIGHT!
A FEW DAYS LATER ... AT SCHOOL...
HEY, GANG! LOOK! SPIDERMAN'S GONNA PUT ON A SHOW AT THE TOWN HALL TONIGHT!
AND THE ADMISSION IS ONLY A DOLLAR!
LET'S ALL GO!
COUNT ME OUT, KIDS! I CAN'T MAKE IT!
WE MIGHT HAVE KNOWN! HE'D RATHER STUDY!
AW, WHO NEEDS THAT WALKIN' BOOKWORM ANYWAY!
IT'LL BE MORE FUN WITHOUT HIM!
3

THAT NIGHT, AS THE AUDIENCE IS AMAZED BY SPIDERMAN'S PROWESS, NONE SUSPECT THE REAL REASON THAT PETER PARKER COULDN'T BE IN THE AUDIENCE ...
I COULDN'T VERY WELL BE DOING THIS ACT AND SITTING IN THE AUDIENCE ALSO!
FINALLY, AFTER THE SHOW...
IT'S TIME TO PAY YOU, SPIDERMAN, BUT I CAN'T GIVE YOU CASH! I'VE GOT TO GIVE YOU A CHECK, SO THERE'S A RECORD FOR TAXES! WHAT NAME SHOULD I WRITE THE CHECK OUT TO?
NAME?? I CAN'T TELL YOU MY REAL NAME! NO ONE MUST KNOW MY IDENTITY!
JUST MAKE OUT THE CHECK TO SPIDER-MAN!
OKAY, YOU'RE THE BOSS! BUT YOU'LL HAVE A MIGHTY TOUGH TIME CASHING IT!
A TOUGH TIME CASHING IT, EH? WELL, WE'LL JUST SEE ABOUT THAT!
I'D LIKE TO CASH THIS CHECK!
I'LL HAVE TO SEE SOME IDENTIFICATION!
WHAT ABOUT MY COSTUME?
DON'T BE SILLY! ANYONE CAN WEAR A COSTUME! DO YOU HAVE A SOCIAL SECURITY CARD, OR A DRIVER'S LICENCE IN THE NAME OF SPIDERMAN??
N-NO-- I DON'T!
BUT, AS SPIDERMAN FINDS THAT HE CANNOT CASH HIS DESPERATELY-NEEDED CHECK, JUST ACROSS TOWN, A MAN AT A TYPEWRITER IS MAKING STILL MORE TROUBLE FOR HIM!
WHEN I'M THRU WITH THIS ARTICLE, SPIDERMAN WILL BE RUN OUT OF TOWN!
AND, THE NEXT NIGHT...
MIGHT AS WELL GO ON BACK WHERE YOU CAME FROM, SPIDERMAN! THERE'LL BE NO SHOW TONIGHT--OR ANY NIGHT!
WHAT? WHY? WHAT HAPPENED?
4

THIS HAPPENED! LOOK AT THIS EDITORIAL! THE PAPER HAS EVERYONE SO STEAMED UP, THEY'LL PROBABLY TOSS YOU IN JAIL IF YOU SHOW YOUR FACE!
BUT WHY? WHAT HAVE THEY GOT AGAINST ME? WHAT HAVE I DONE?
SPIDERMAN MENACE

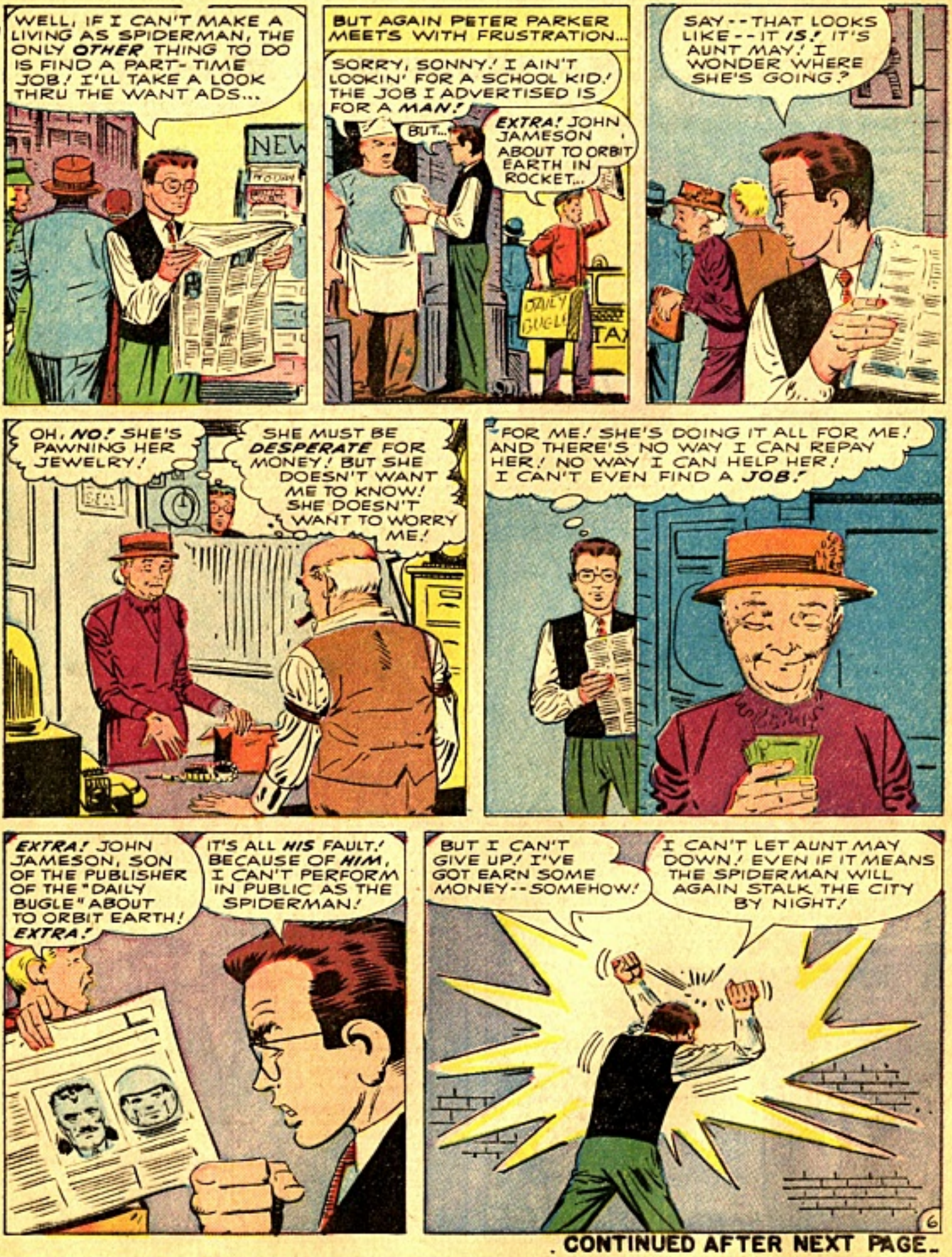
BUT, NOT SATISFIED WITH MERELY WRITING EDITORIALS, J. JONAH JAMESON, PUBLISHER OF THE POWERFUL "DAILY BUGLE" DELIVERS LECTURES ALL OVER TOWN...
WE CANNOT ALLOW THAT MASKED MENACE TO TAKE THE LAW INTO HIS OWN HANDS! HE IS A BAD INFLUENCE ON OUR YOUNGSTERS!

CHILDREN MAY TRY TO IMITATE HIS FANTASTIC FEATS!
THINK WHAT WOULD HAPPEN IF THEY MAKE A HERO OUT OF THIS LAWLESS, INHUMAN MONSTER! WE MUST NOT PERMIT IT!

"I SAY THAT SPIDERMAN MUST BE OUTLAWED! THERE IS NO PLACE FOR SUCH A DANGEROUS CREATURE IN OUR FAIR CITY!"

THE YOUTH OF THIS NATION MUST LEARN TO RESPECT REAL HEROES -- MEN SUCH AS MY SON, JOHN JAMESON, THE TEST PILOT! NOT SELFISH FREAKS SUCH AS SPIDERMAN -- A MASKED MENACE WHO REFUSES TO EVEN LET US KNOW HIS TRUE IDENTITY!

I DON'T GET IT! HOW DO OTHER SUPERHUMAN GUYS LIKE THE FANTASTIC FOUR, AND THE ANT MAN GET AWAY WITH IT?? NOBODY BOTHERS THEM! AND THEY ALWAYS SEEM TO MAKE ENOUGH DOUGH!
BAH! I DON'T EVEN BELIEVE THAT THERE IS A SPIDERMAN! IT'S ALL A PUBLICITY STUNT!
DAILY BUGLE
SPIDERMAN MENACE
SPIDERMAN MENACE
SPIDERMAN MENACE

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# To Men Who Want Big Money but Don't Know How to GET STARTED

## *How to Cash in on Opportunities in*
## AIR CONDITIONING AND REFRIGERATION

Like any other ambitious man, you want to get ahead. A top-pay job or your own business, security, better living—these are highly desirable benefits. How do you get them? Best thing to do is switch over to an industry which offers plenty of opportunities. Air Conditioning and Refrigeration is just such a field. It's one of the fastest-growing. Air Conditioning is widely used in homes, autos, offices and factories. It's growing so fast that 20,000 newly-trained mechanics and technicians are needed each year!

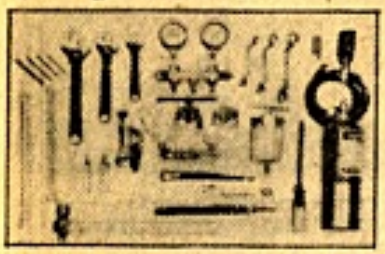
Why don't you get ready for success? CTI can help you in a big way. For complete information, just mail coupon below. *No obligation whatever.*

## You Build a Complete Refrigeration System

***Learn by Practicing—Get Experience as You Train with 25 Kits of Parts and Tools***

CTI training is practical, interesting and easy. You get 25 kits of parts and tools to build a refrigeration system. You also complete 20 shop projects. Then you can go a step farther and build an air conditioner, freezer or refrigerator. Only CTI sends parts to build a new, semi-sealed condensing unit (*see right.*).

Here Is Your "Training Shop"



You get wrenches, tube flaring tools, hammer, tubing, gauges and other items used by experienced mechanics. All tools and parts are of top quality. Using tools on real projects provides valuable experience.

## EARN MONEY SOON AFTER YOU START

Many CTI students earn money in spare time. Some handle service and repair on a monthly fee basis. They maintain refrigerating and air conditioning equipment in food stores, restaurants, taverns, office buildings and homes. Others earn cash making home and commercial calls. By graduation, you may well have a full-time business in operation.

## START YOUR OWN BUSINESS

You don't need a big shop or expensive equipment. CTI training and tools are the only essentials at first. Even as you train, you can start your own repair and maintenance shop. Begin in a small way from your home. Go into a full-time business after your customer list is built up. In time, you can add a sales division. Manufacturers offer attractive franchises and merchandising aids to ambitious men.

## Read What Graduates Say:

"I started my own business. Your course gave me confidence and a good working knowledge. I earn $800 to $900 a month now. While training I earned $1400."—*Dale Landsberger, Okla.* "My wages have tripled since I entered this field."—*James Weist, Minnesota.* "I am a repair man for a local dealer and earn $200 a month over what I used to." — *Eugene Fields, N. Dak.*

## Prepared for Beginners

Don't be afraid of training because you have been out of school for some time—or even if you were once a poor student. It's easy to learn Air Conditioning and Refrigeration service and repair. CTI lessons are simple and easy to follow. Many pictures are used to show operating principles. Much of your training is with kits, for you build a complete refrigeration system, and work on 20 shop projects. An instructor will help you. CTI will keep your interest high. *Mail coupon!*

## *Mail Coupon for 3 Free Booklets*

If you are interested in a high-pay job or a shop of your own, fill out and mail coupon. CTI will send three valuable booklets to help you plan a bright future in a gigantic but still-expanding industry. All information is free, *so mail coupon today.*

**Commercial Trades Institute**
**Chicago 26, Illinois**
*Accredited by National Home Study Council*

**COMMERCIAL TRADES INSTITUTE**
**1400 Greenleaf Avenue** **Dept. R-135**
**Chicago 26, Illinois**

Send three free booklets: Success in Air Conditioning and Refrigeration; Proof from Graduates; and Lesson Samples. There is no obligation.

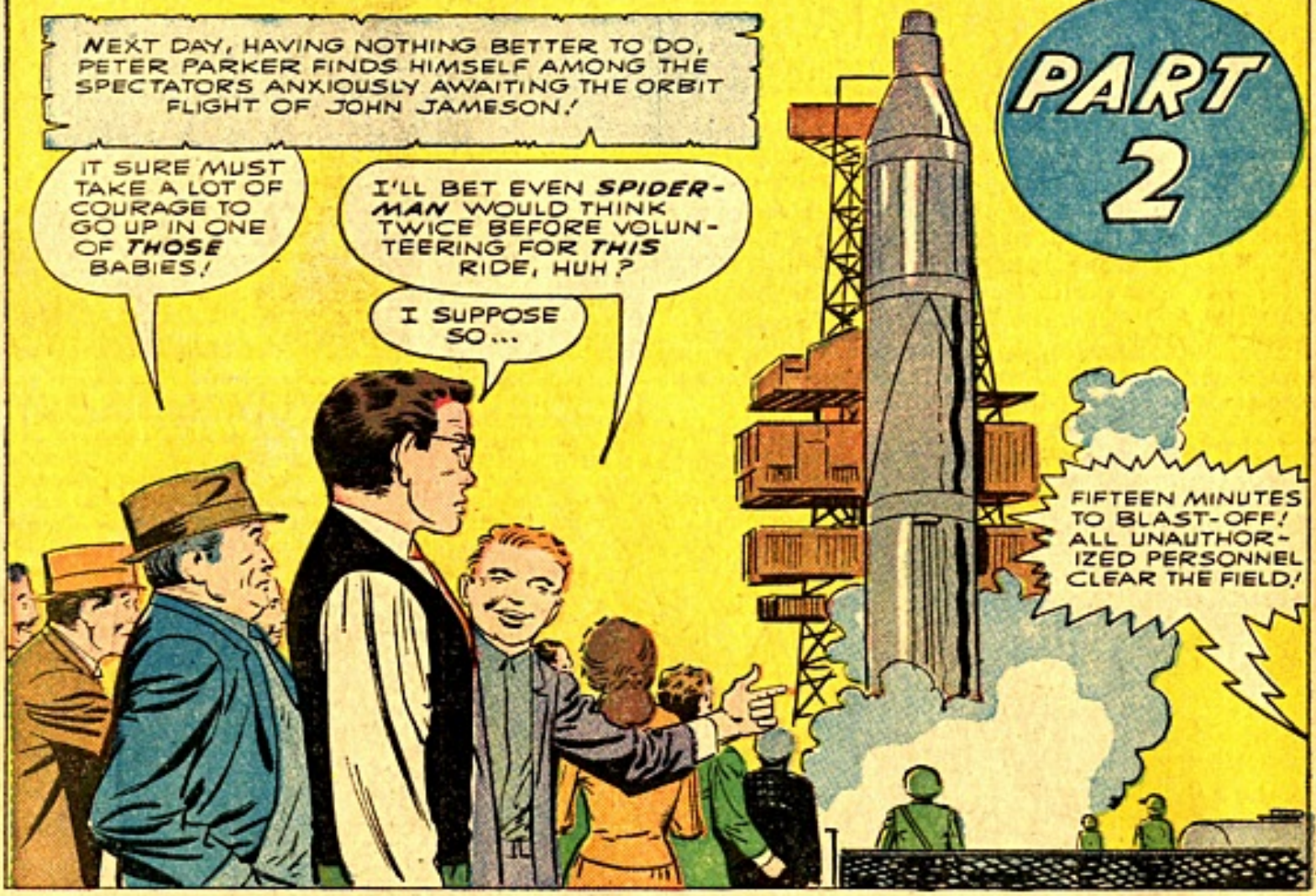
Name_____ Age_____

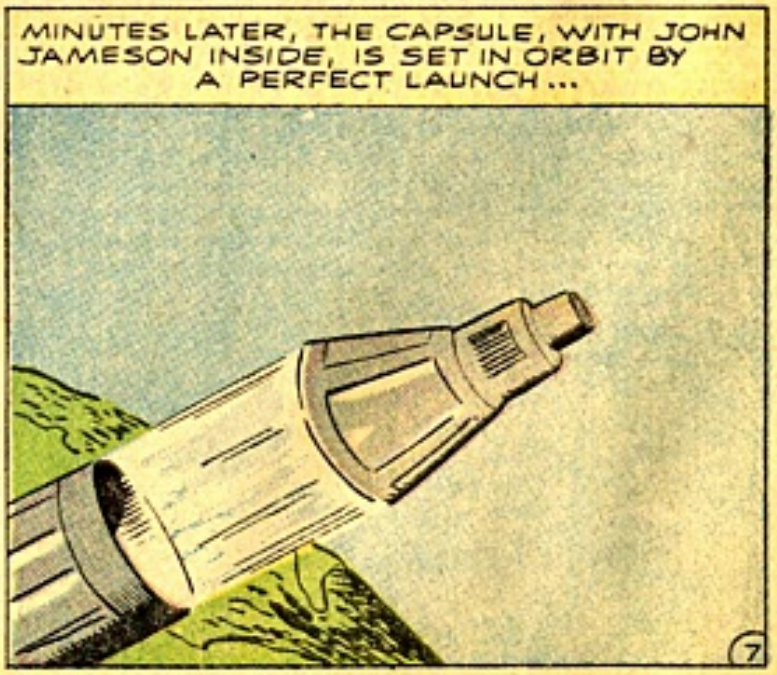
Address_____

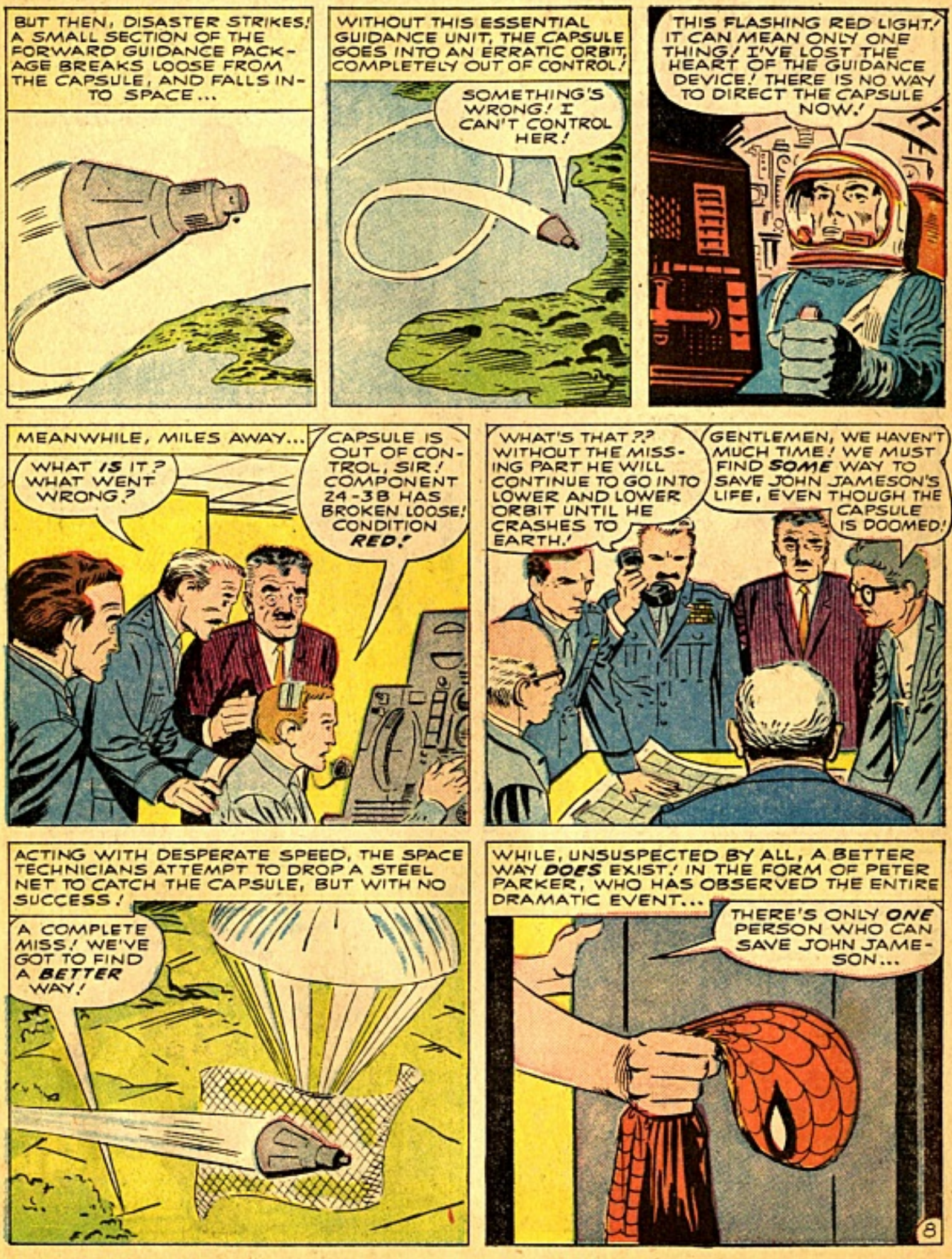
City_____ Zone____ State_____

# SPIDER-MAN

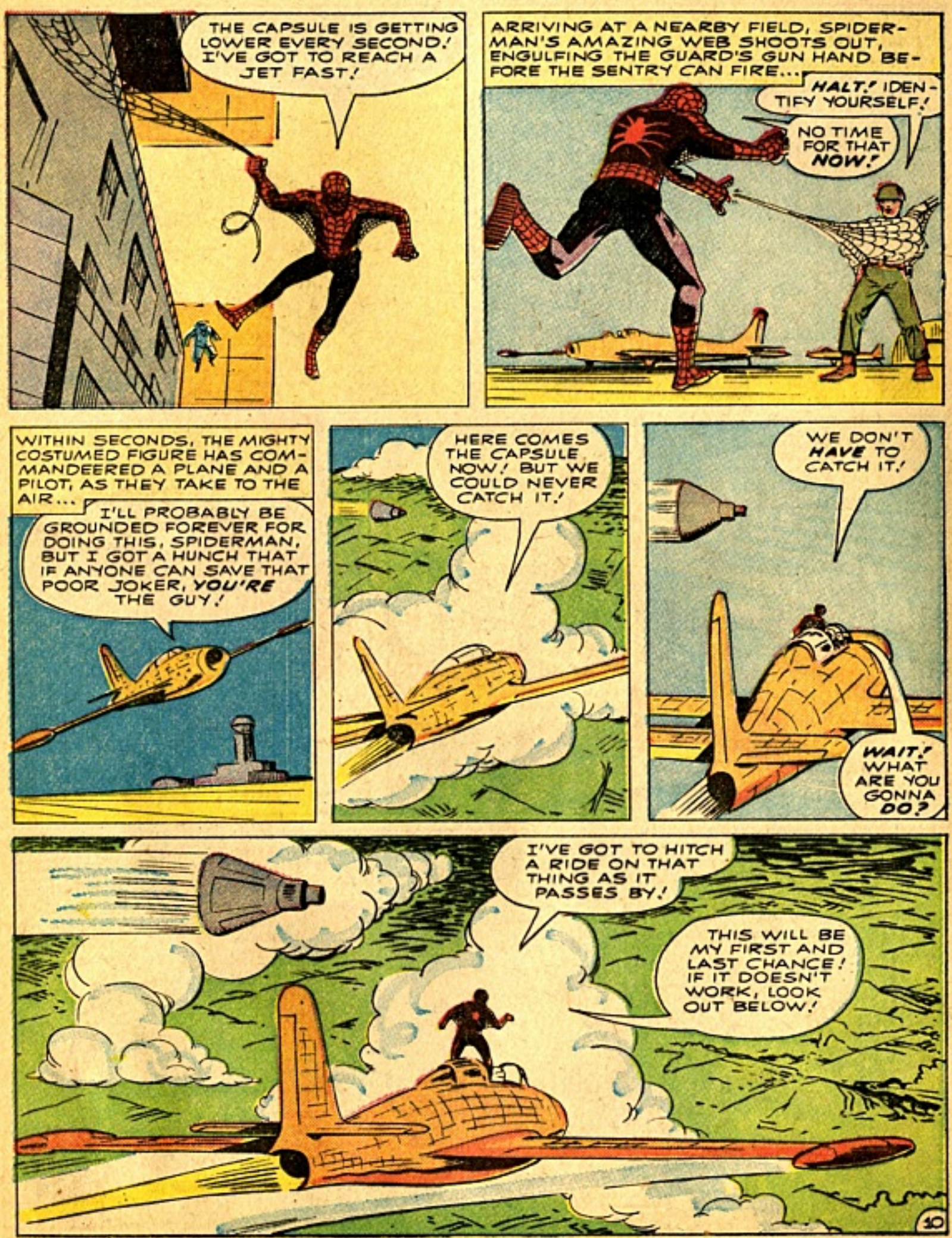
## PART 2

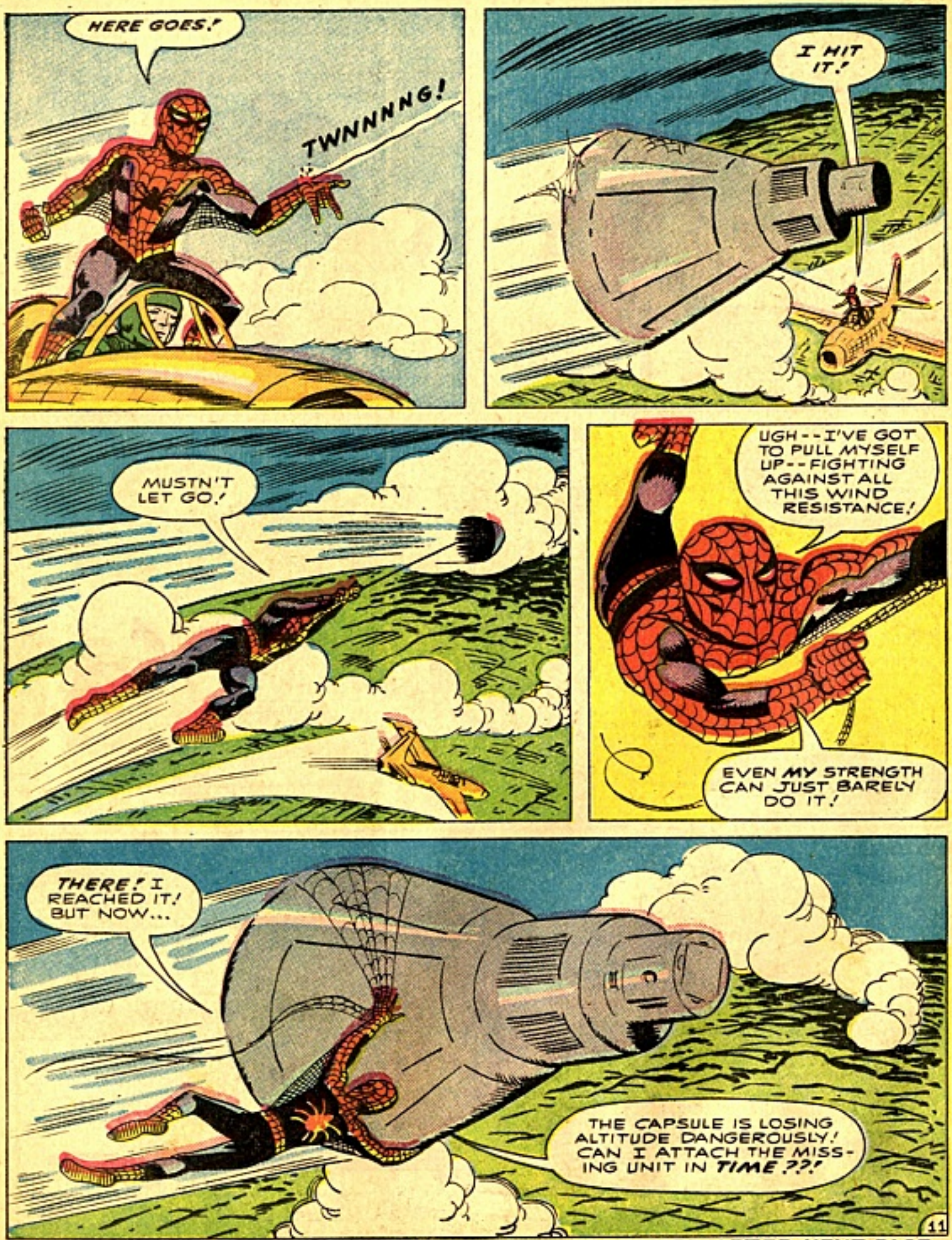





BUT THEN, DISASTER STRIKES! A SMALL SECTION OF THE FORWARD GUIDANCE PACKAGE BREAKS LOOSE FROM THE CAPSULE, AND FALLS INTO SPACE...
WITHOUT THIS ESSENTIAL GUIDANCE UNIT, THE CAPSULE GOES INTO AN ERRATIC ORBIT, COMPLETELY OUT OF CONTROL!
SOMETHING'S WRONG! I CAN'T CONTROL HER!
THIS FLASHING RED LIGHT! IT CAN MEAN ONLY ONE THING! I'VE LOST THE HEART OF THE GUIDANCE DEVICE! THERE IS NO WAY TO DIRECT THE CAPSULE NOW!
MEANWHILE, MILES AWAY...
WHAT IS IT? WHAT WENT WRONG?
CAPSULE IS OUT OF CONTROL, SIR! COMPONENT 24-38 HAS BROKEN LOOSE! CONDITION RED!
WHAT'S THAT?? WITHOUT THE MISSING PART HE WILL CONTINUE TO GO INTO LOWER AND LOWER ORBIT UNTIL HE CRASHES TO EARTH!
GENTLEMEN, WE HAVEN'T MUCH TIME! WE MUST FIND SOME WAY TO SAVE JOHN JAMESON'S LIFE, EVEN THOUGH THE CAPSULE IS DOOMED!
ACTING WITH DESPERATE SPEED, THE SPACE TECHNICIANS ATTEMPT TO DROP A STEEL NET TO CATCH THE CAPSULE, BUT WITH NO SUCCESS!
A COMPLETE MISS! WE'VE GOT TO FIND A BETTER WAY!
WHILE, UNSUSPECTED BY ALL, A BETTER WAY DOES EXIST! IN THE FORM OF PETER PARKER, WHO HAS OBSERVED THE ENTIRE DRAMATIC EVENT...
THERE'S ONLY ONE PERSON WHO CAN SAVE JOHN JAMESON...
8

...AND THAT IS... SPIDERMAN!
I'VE GOT TO REACH THE MISSILE CONTROL CENTER THE FASTEST WAY--THE WAY THAT ONLY SPIDER-MAN CAN TAKE!
MADE IT! AND NOW...
WE HAVE A SPARE 24-3B GUIDANCE UNIT... BUT THERE IS NO WAY TO GET IT TO JAMESON IN TIME!
YOU'RE WRONG! THERE IS A WAY!
SPIDERMAN!
LET ME HAVE THE MISSING UNIT! I'LL GET IT TO THE CAPSULE SOMEHOW!
VERY WELL! WE HAVE NOTHING TO LOSE! THERE IS NO WAY WE CAN DO IT!
SPIDERMAN--BAH! HE'S JUST A PUBLICITY-SEEKING PHONY! HE'S TRYING TO GRAB A HEADLINE! WHAT CAN HE DO?
INSTEAD OF FLAPPING YOUR LIPS, MISTER--JUST WATCH AND SEE WHAT I CAN DO!
WAIT!
9


THE CAPSULE IS GETTING LOWER EVERY SECOND! I'VE GOT TO REACH A JET FAST!
ARRIVING AT A NEARBY FIELD, SPIDER-MAN'S AMAZING WEB SHOOTS OUT, ENGULFING THE GUARD'S GUN HAND BE-FORE THE SENTRY CAN FIRE...
HALT! IDEN-TIFY YOURSELF!
NO TIME FOR THAT NOW!
WITHIN SECONDS, THE MIGHTY COSTUMED FIGURE HAS COM-MANDEERED A PLANE AND A PILOT, AS THEY TAKE TO THE AIR...
I'LL PROBABLY BE GROUNDED FOREVER FOR DOING THIS, SPIDERMAN, BUT I GOT A HUNCH THAT IF ANYONE CAN SAVE THAT POOR JOKER, YOU'RE THE GUY!
HERE COMES THE CAPSULE NOW! BUT WE COULD NEVER CATCH IT!
WE DON'T HAVE TO CATCH IT!
WAIT! WHAT ARE YOU GONNA DO?
I'VE GOT TO HITCH A RIDE ON THAT THING AS IT PASSES BY!
THIS WILL BE MY FIRST AND LAST CHANCE! IF IT DOESN'T WORK, LOOK OUT BELOW!
10

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## An Amazing Invention—"Magic Art Reproducer"

# DRAW THE FIRST DAY

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# Even if You CAN'T DRAW A STRAIGHT LINE

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Yes, anyone from 5 to 80 can draw or sketch or paint anything now... the very first time you use the "Magic Art Reproducer" like a professional artist—no matter how "hopeless" you think you are! An unlimited variety and amount of drawings can be made. Art is admired and respected by everyone. Most hobbies are expensive, but drawing costs very little, just some inexpensive paper, pencils, crayons, or paint. No costly upkeep, nothing to wear out, no parts to replace. It automatically reproduces anything you want to draw on any sheet of paper. Then easily and quickly follow the lines of the "picture image" with your pencil ...and you have an accurate original drawing that anyone would think an artist had done. No guesswork, no judging sizes and shapes! Reproduces black and white and actual colors for paintings.

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**"How to Easily Draw Artists' Models"**

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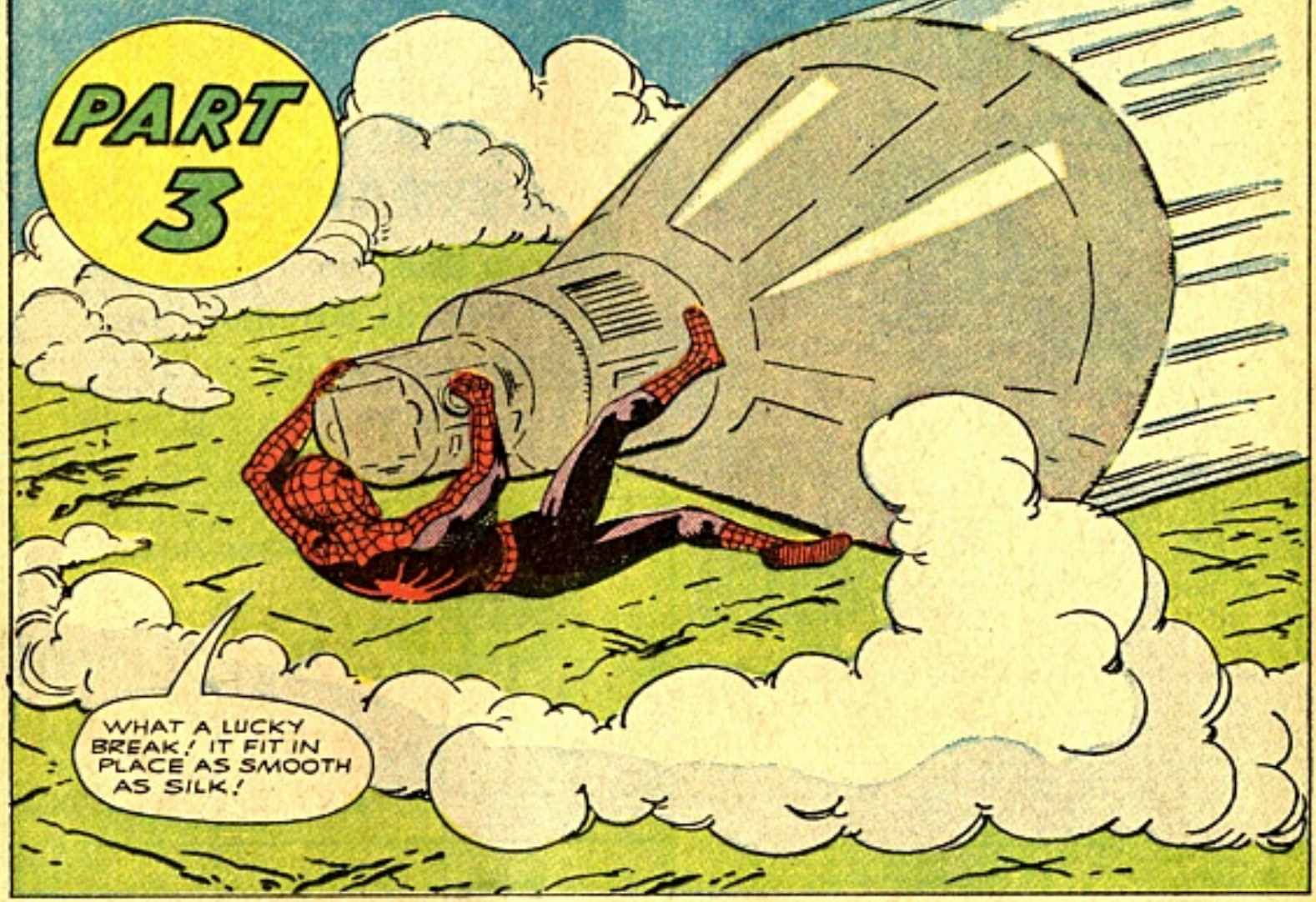
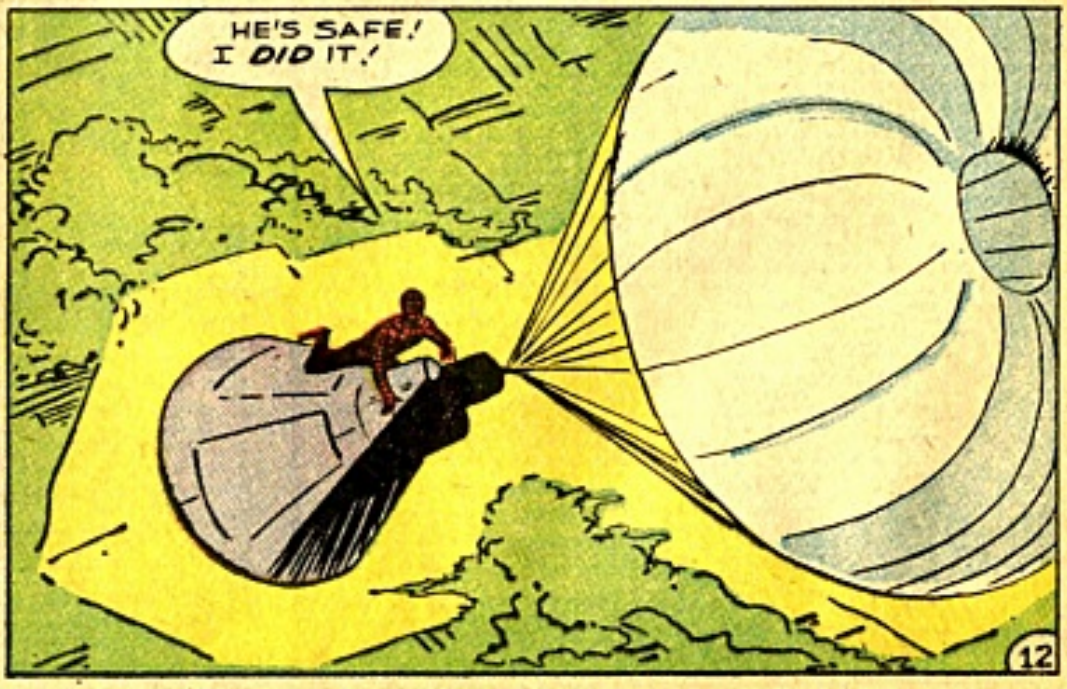
# SPIDER-MAN

## PART 3

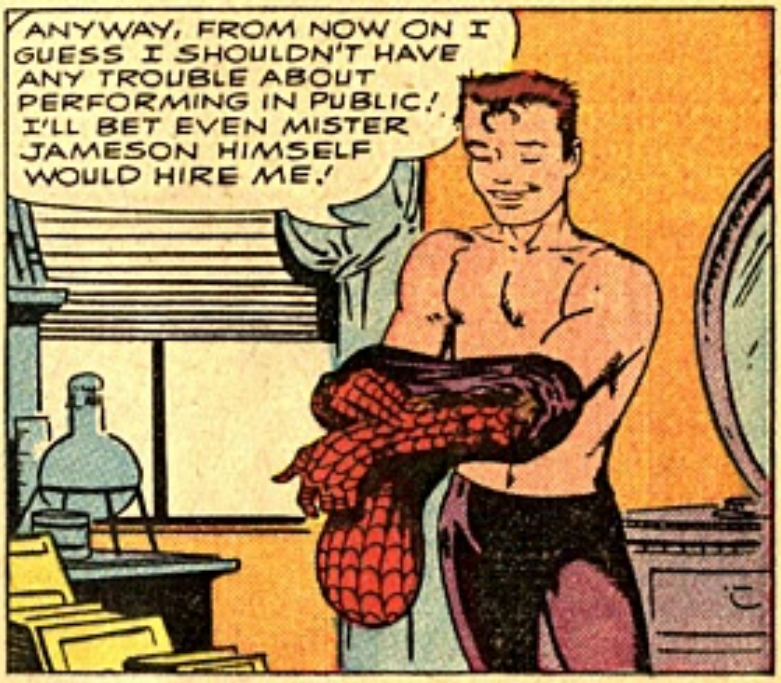




SPIDERMAN SUCCEEDED! THE CAPSULE IS ABOUT TO LAND!
MY BOY! HE'S SAFE!

THIS IS AS GOOD A TIME AS ANY FOR ME TO GET OFF! I'LL BET I'M THE ONLY LIVING PERSON WHO EVER HAD A RIDE LIKE THAT BEFORE!

I'D BETTER MAKE MYSELF SCARCE NOW! I'D JUST BE EMBARRASSED IF EVERYONE WANTS TO CONGRATULATE ME AND MAKE A BIG FUSS ABOUT WHAT I'VE DONE!


ANYWAY, FROM NOW ON I GUESS I SHOULDN'T HAVE ANY TROUBLE ABOUT PERFORMING IN PUBLIC! I'LL BET EVEN MISTER JAMESON HIMSELF WOULD HIRE ME!

BUT, WHEN HE READS THE NEXT EDITION OF THE NEWSPAPER, PETER PARKER IS ASTOUNDED TO SEE...
OH, NO! IT CAN'T BE!

IT ISN'T POSSIBLE! WHY? WHY??
5¢ DAILY BUGLE 5¢
THIS NEWSPAPER DEMANDS THAT SPIDERMAN BE ARRESTED AND PROSECUTED!
Editorial by: J. JONAH JAMESON

AND, FINALLY--UNDER PRESSURE OF THE ANGRY NEWSPAPERMAN'S CONTINUAL BARRAGE...

AND SO, A LONELY BOY SITS AND BROODS, WITH THE FATE OF SOCIETY AT STAKE! WHAT WILL HIS DECISION BE? WHAT WILL SPIDERMAN DO NEXT?? ONLY TIME WILL TELL!

The END

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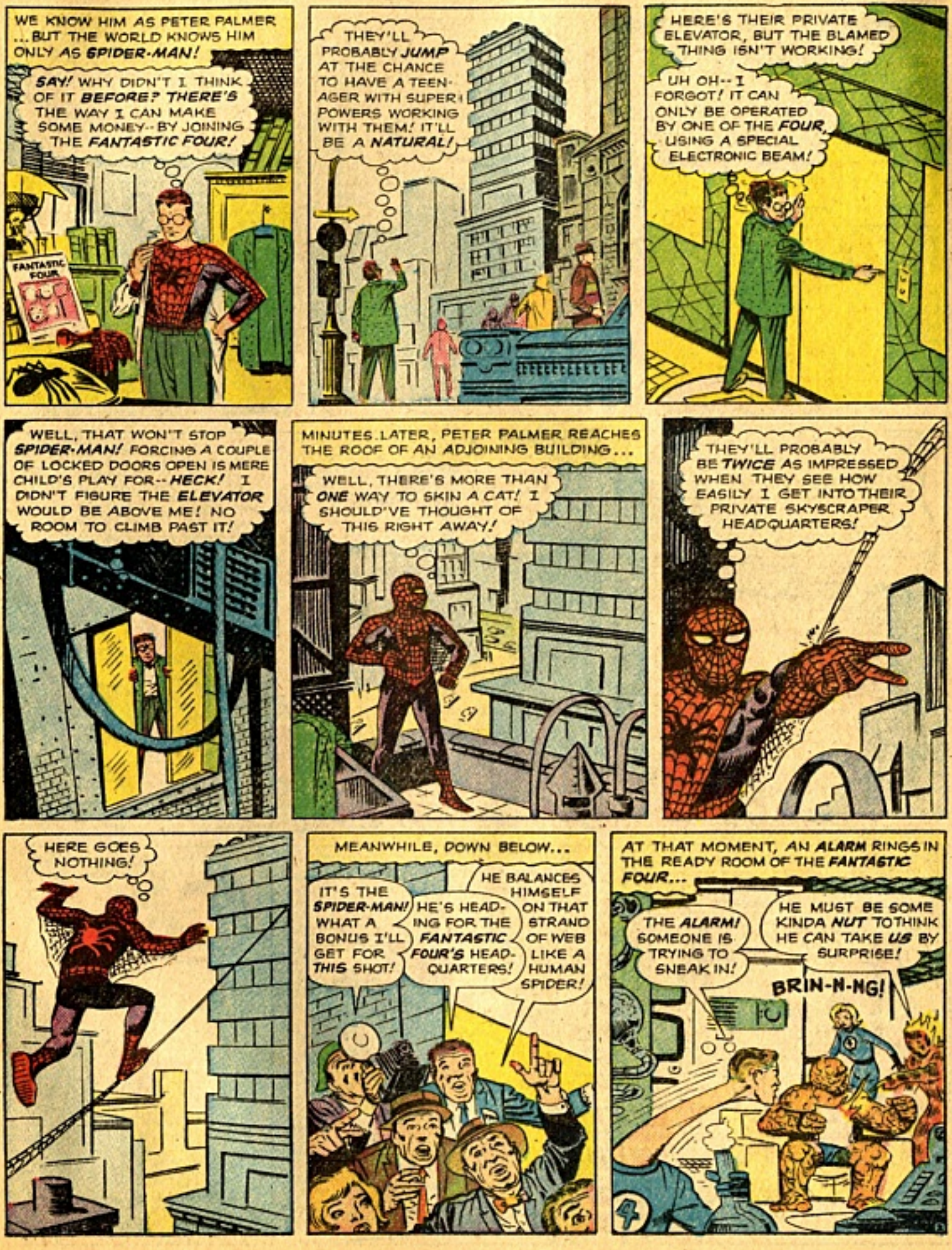
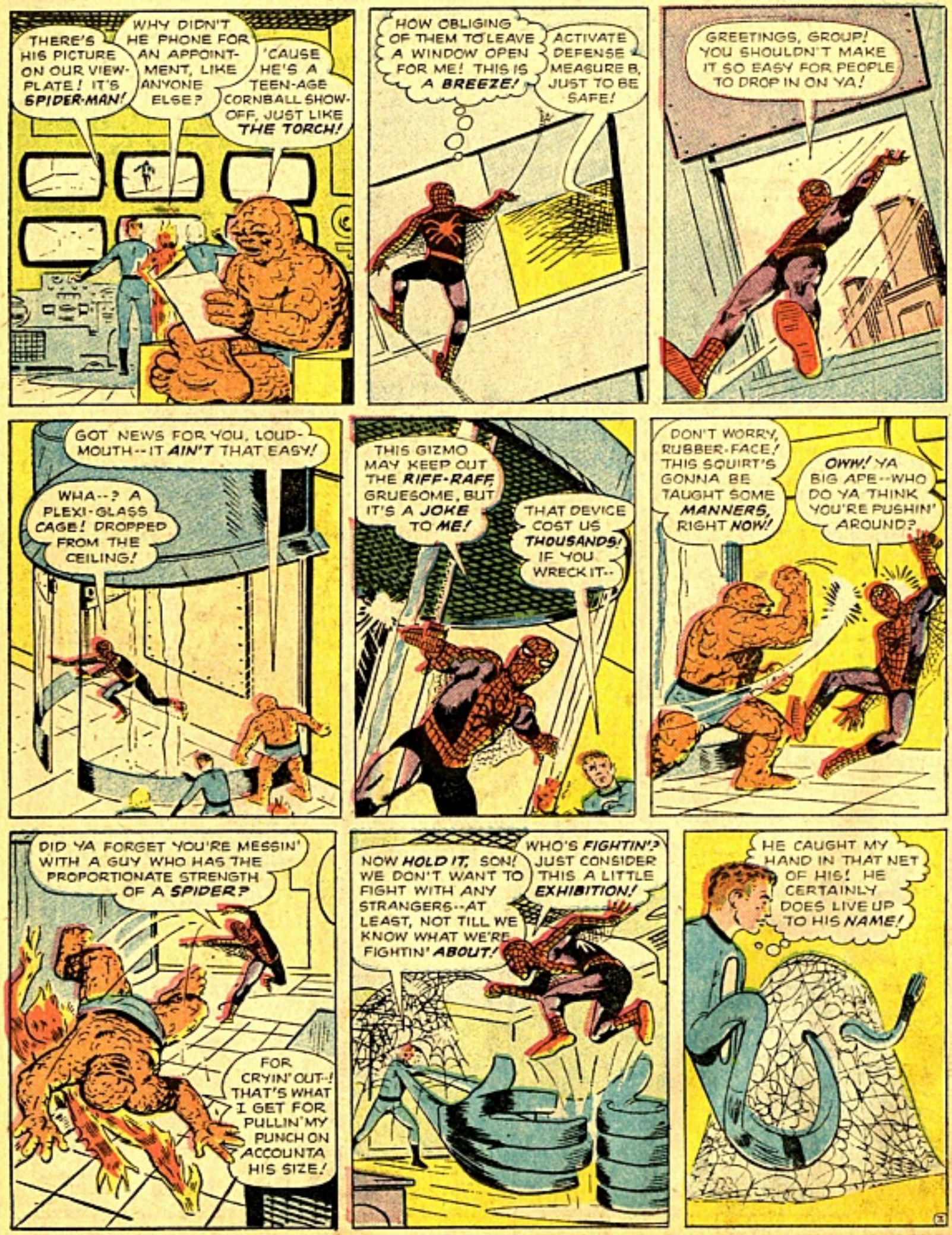
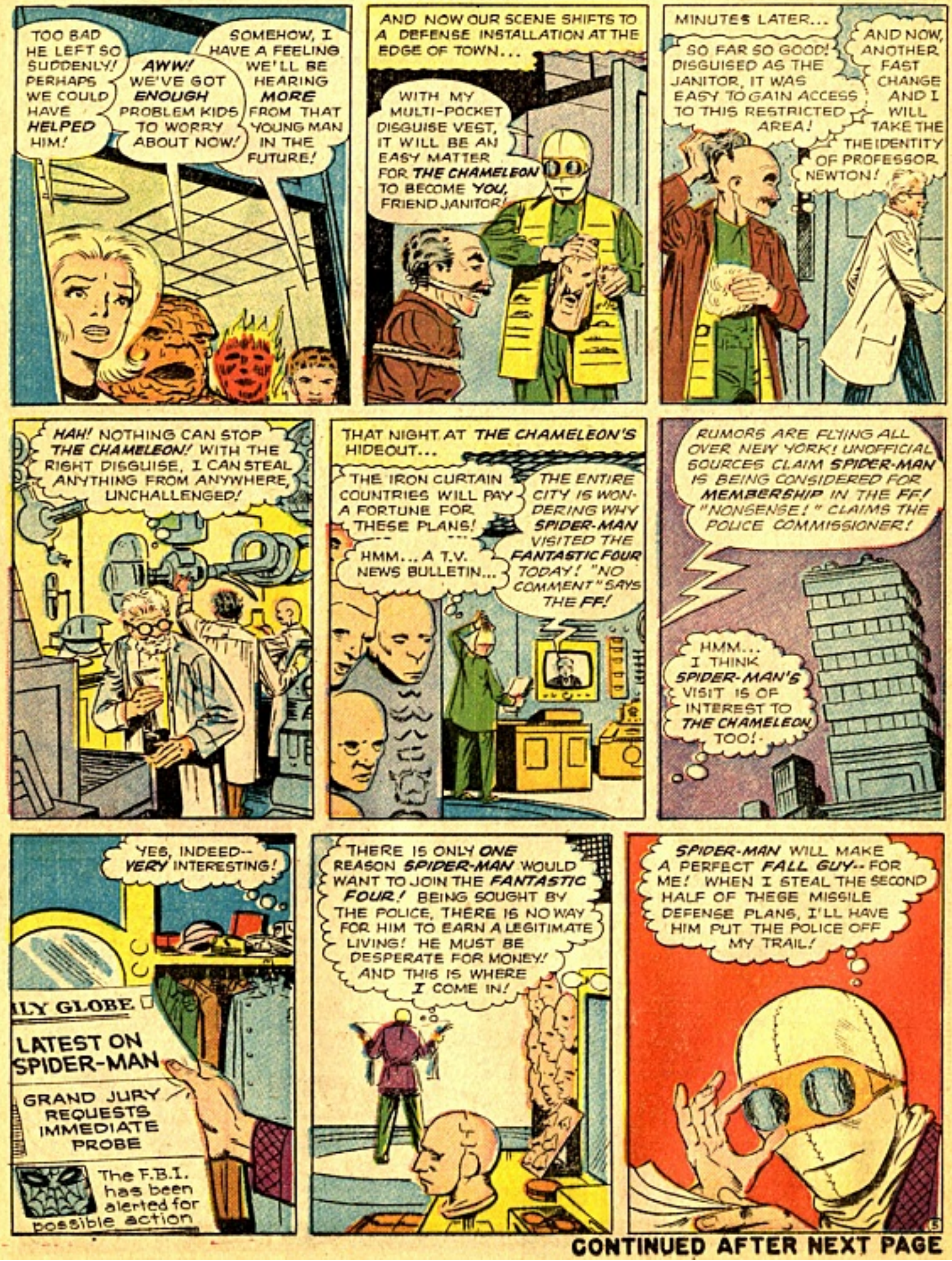
# SPIDER-MAN

## VS. THE CHAMELEON!


WE KNOW HIM AS PETER PALMER ... BUT THE WORLD KNOWS HIM ONLY AS SPIDER-MAN!
SAY! WHY DIDN'T I THINK OF IT BEFORE? THERE'S THE WAY I CAN MAKE SOME MONEY--BY JOINING THE FANTASTIC FOUR!
FANTASTIC FOUR
THEY'LL PROBABLY JUMP AT THE CHANCE TO HAVE A TEEN-AGER WITH SUPER POWERS WORKING WITH THEM! IT'LL BE A NATURAL!
HERE'S THEIR PRIVATE ELEVATOR, BUT THE BLAMED THING ISN'T WORKING!
UH OH--I FORGOT! IT CAN ONLY BE OPERATED BY ONE OF THE FOUR, USING A SPECIAL ELECTRONIC BEAM!
WELL, THAT WON'T STOP SPIDER-MAN! FORCING A COUPLE OF LOCKED DOORS OPEN IS MERE CHILD'S PLAY FOR--HECK! I DIDN'T FIGURE THE ELEVATOR WOULD BE ABOVE ME! NO ROOM TO CLIMB PAST IT!
MINUTES LATER, PETER PALMER REACHES THE ROOF OF AN ADJOINING BUILDING...
WELL, THERE'S MORE THAN ONE WAY TO SKIN A CAT! I SHOULD'VE THOUGHT OF THIS RIGHT AWAY!
THEY'LL PROBABLY BE TWICE AS IMPRESSED WHEN THEY SEE HOW EASILY I GET INTO THEIR PRIVATE SKYSCRAPER HEADQUARTERS!
HERE GOES NOTHING!
MEANWHILE, DOWN BELOW...
IT'S THE SPIDER-MAN! WHAT A BONUS I'LL GET FOR THIS SHOT!
HE'S HEADING FOR THE FANTASTIC FOUR'S HEADQUARTERS!
HE BALANCES HIMSELF ON THAT STRAND OF WEB LIKE A HUMAN SPIDER!
AT THAT MOMENT, AN ALARM RINGS IN THE READY ROOM OF THE FANTASTIC FOUR...
THE ALARM! SOMEONE IS TRYING TO SNEAK IN!
HE MUST BE SOME KINDA NUT TO THINK HE CAN TAKE US BY SURPRISE!
BRIN-N-NG!
4


THERE'S HIS PICTURE ON OUR VIEW-PLATE! IT'S SPIDER-MAN!
WHY DIDN'T HE PHONE FOR AN APPOINT-MENT, LIKE ANYONE ELSE?
'CAUSE HE'S A TEEN-AGE CORNBALL SHOW-OFF, JUST LIKE THE TORCH!
HOW OBLIGING OF THEM TO LEAVE A WINDOW OPEN FOR ME! THIS IS A BREEZE!
ACTIVATE DEFENSE MEASURE B, JUST TO BE SAFE!
GREETINGS, GROUP! YOU SHOULDN'T MAKE IT SO EASY FOR PEOPLE TO DROP IN ON YA!
GOT NEWS FOR YOU, LOUD-MOUTH--IT AIN'T THAT EASY!
WHA--? A PLEXI-GLASS CAGE! DROPPED FROM THE CEILING!
THIS GIZMO MAY KEEP OUT THE RIFF-RAFF, GRUESOME, BUT IT'S A JOKE TO ME!
THAT DEVICE COST US THOUSANDS! IF YOU WRECK IT--
DON'T WORRY, RUBBER-FACE! THIS SQUIRT'S GONNA BE TAUGHT SOME MANNERS, RIGHT NOW!
OWW! YA BIG APE--WHO DO YA THINK YOU'RE PUSHIN' AROUND?
DID YA FORGET YOU'RE MESSIN' WITH A GUY WHO HAS THE PROPORTIONATE STRENGTH OF A SPIDER?
FOR CRYIN' OUT--! THAT'S WHAT I GET FOR PULLIN' MY PUNCH ON ACCOUNTA HIS SIZE!
NOW HOLD IT, SON! WE DON'T WANT TO FIGHT WITH ANY STRANGERS--AT LEAST, NOT TILL WE KNOW WHAT WE'RE FIGHTIN' ABOUT!
WHO'S FIGHTIN'? JUST CONSIDER THIS A LITTLE EXHIBITION!
HE CAUGHT MY HAND IN THAT NET OF HIS! HE CERTAINLY DOES LIVE UP TO HIS NAME!

WHILE INVISIBLE, I MIGHT BE ABLE TO GET THIS ROPE OVER OUR IMPETUOUS YOUNG FRIEND!
MY SPIDER INSTINCT SENSES DANGER BEHIND ME! HAVE TO MOVE FAST!
WHO TOSSED THAT ROPE? DON'T SEE ANYONE!
WAIT! IT MUST BE THE INVISIBLE GIRL!
WELL, I'LL JUST GIVE 'ER A WHIRL FOR HER MONEY!
THAT'S IT, YOU ANIMATED INSECT! FUN'S OVER! I'LL SETTLE YOU NOW!
FLAME ON!
HE'S GOT ME IN A CIRCLE OF FLAME!
WELL, I'LL JUST JUMP OVER THAT CLOWN'S LITTLE TRAP...
...AND KEEP OUTTA REACH UNTIL HIS FLAME DIES DOWN!
THEN IT'LL BE MY TURN!
HEY! STAY STILL, DARN IT!
OKAY--THAT'S IT! NO MORE FUN AND GAMES, FELLA! SOMEONE MIGHT GET HURT! NOW, SUPPOSE YOU TELL US WHAT YOU'RE HERE FOR!
GET OUTTA THE WAY, KILL-JOY! GIMME ANOTHER CRACK AT 'IM!
IT'S ABOUT TIME SOMEONE ASKED ME!
I CAME UP HERE TO JOIN UP WITH YOU! I WANNA BE A MEMBER OF THE FANTASTIC FOUR!
SO I THOUGHT I'D GIVE YOU A DEMONSTRATION OF WHAT I CAN DO!
SO NOW, LET'S GET DOWN TO BUSINESS... HOW MUCH DOES THE JOB PAY? I FIGURE I'M WORTH YOUR TOP SALARY!
I KNEW IT! THAT KOOK HAS ROCKS IN HIS HEAD!
AFRAID YOU MADE A MISTAKE, SPIDER-MAN! WE'RE A NON-PROFIT ORGANIZATION!
WE PAY NO SALARIES OR BONUSES! ANY PROFIT WE MAKE GOES INTO SCIENTIFIC RESEARCH!
YOU CAME TO THE WRONG PLACE, PAL! THIS ISN'T GENERAL MOTORS!
WE JUST KEEP ENOUGH MONEY TO PAY OUR EXPENSES! EVERY OTHER CENT GOES INTO DEVELOPING THE MOST EFFECTIVE SUPER-CRIME-FIGHTING APPARATUS WE CAN CREATE!
BESIDES, AREN'T YOU WANTED BY THE POLICE? THIS ISN'T "OUTLAWS ANONYMOUS"!
I MIGHT HAVE KNOWN! YOU'RE JUST LIKE ALL THE REST! READY TO BELIEVE THE WORST OF ANYONE!
OKAY, KEEP ME OUT OF YOUR GROUP! WHO NEEDS YOU? I'LL MAKE YOU GUYS LOOK LIKE PIKERS!
WAIT! COME BACK!

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# A PERSONAL MESSAGE FROM SPIDER-MAN

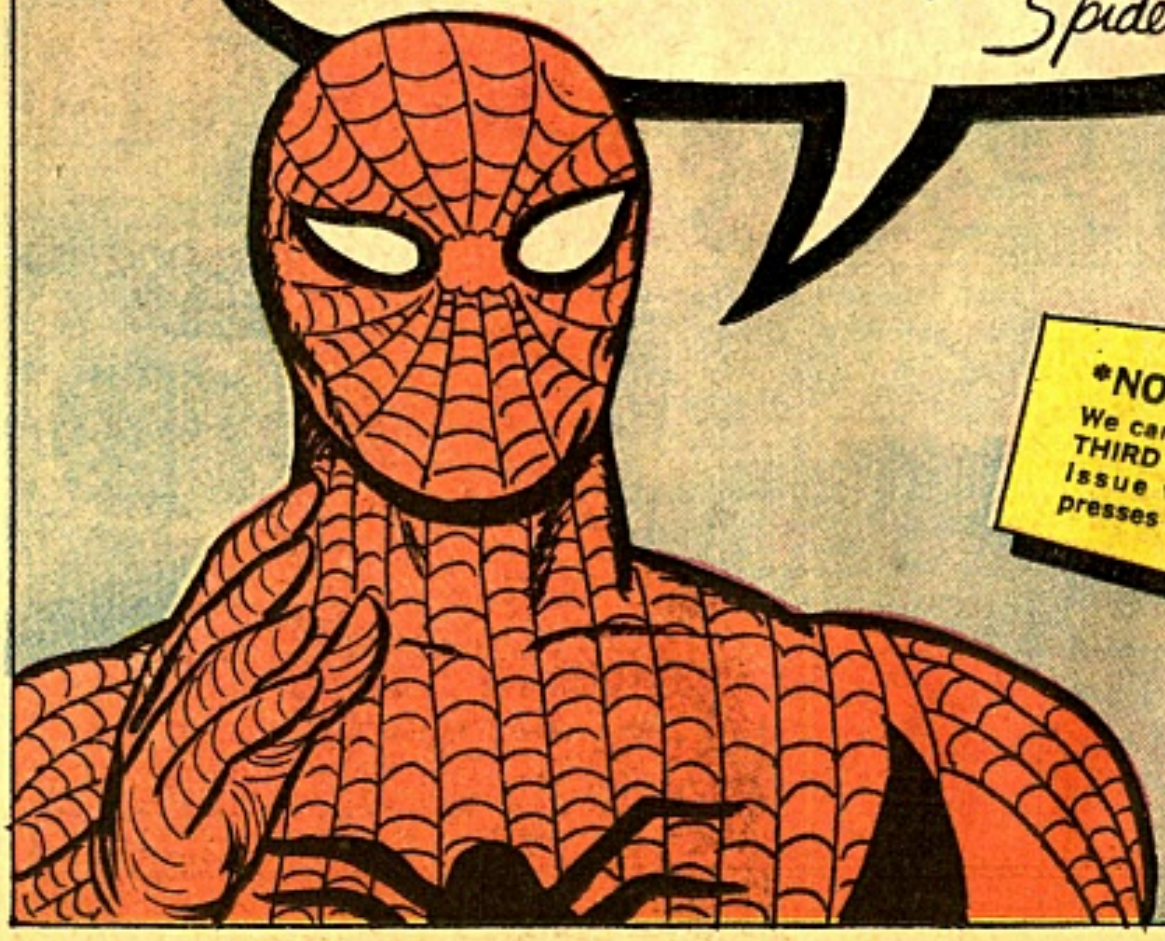
Hi, friends!

Hope you enjoyed this issue of the new AMAZING SPIDER-MAN!

Beginning with our THIRD ISSUE* there'll be a letters page for your knocks and boosts, called THE SPIDER'S WEB! So, send your letters along now to SPIDER-MAN, THIRD FLOOR, 655 MADISON AVE., N. Y. 21, N. Y.!

Don't miss my new and different adventures in issue #2, on sale the beginning of February, 1963. Better ask your dealer to reserve your copy NOW, because judging by advance reports the demand will be greater than the supply!

Yours for thrills and fantasy ... *Spider-Man*



***NOTE:** We can't print your letters till our THIRD issue because our SECOND issue will already be on the presses by the time you read this!

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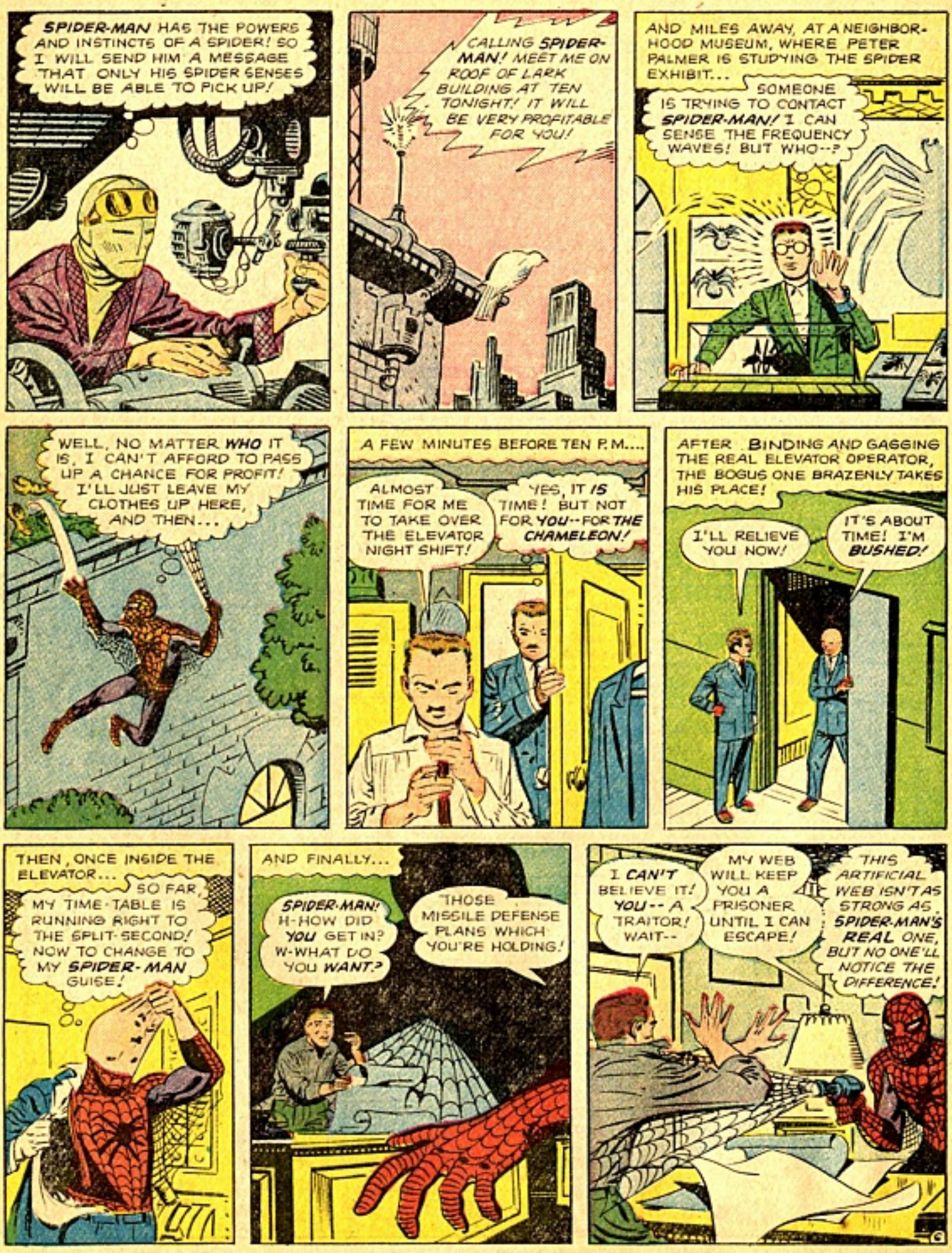
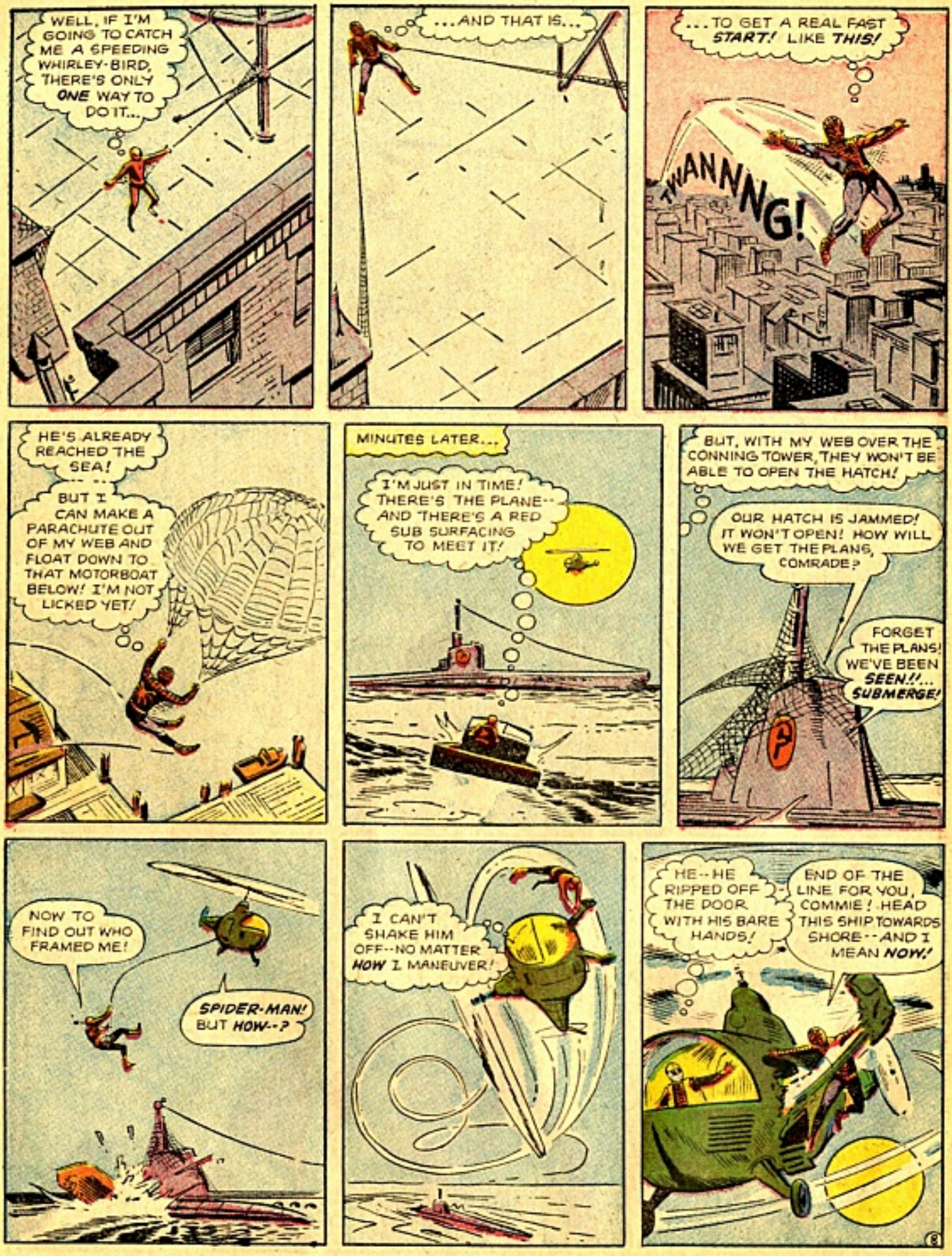

SPIDER-MAN HAS THE POWERS AND INSTINCTS OF A SPIDER! SO I WILL SEND HIM A MESSAGE THAT ONLY HIS SPIDER SENSES WILL BE ABLE TO PICK UP!
CALLING SPIDER-MAN! MEET ME ON ROOF OF LARK BUILDING AT TEN TONIGHT! IT WILL BE VERY PROFITABLE FOR YOU!
AND MILES AWAY, AT A NEIGHBORHOOD MUSEUM, WHERE PETER PALMER IS STUDYING THE SPIDER EXHIBIT...
SOMEONE IS TRYING TO CONTACT SPIDER-MAN! I CAN SENSE THE FREQUENCY WAVES! BUT WHO--?
WELL, NO MATTER WHO IT IS, I CAN'T AFFORD TO PASS UP A CHANCE FOR PROFIT! I'LL JUST LEAVE MY CLOTHES UP HERE, AND THEN...
A FEW MINUTES BEFORE TEN P.M....
ALMOST TIME FOR ME TO TAKE OVER THE ELEVATOR NIGHT SHIFT!
YES, IT IS TIME! BUT NOT FOR YOU--FOR THE CHAMELEON!
AFTER BINDING AND GAGGING THE REAL ELEVATOR OPERATOR, THE BOGUS ONE BRAZENLY TAKES HIS PLACE!
I'LL RELIEVE YOU NOW!
IT'S ABOUT TIME! I'M BUSHED!
THEN, ONCE INSIDE THE ELEVATOR...
SO FAR, MY TIME-TABLE IS RUNNING RIGHT TO THE SPLIT-SECOND! NOW TO CHANGE TO MY SPIDER-MAN GUISE!
AND FINALLY...
SPIDER-MAN! H-HOW DID YOU GET IN? W-WHAT DO YOU WANT?
THOSE MISSILE DEFENSE PLANS WHICH YOU'RE HOLDING!
I CAN'T BELIEVE IT! YOU--A TRAITOR! WAIT--
MY WEB WILL KEEP YOU A PRISONER UNTIL I CAN ESCAPE!
THIS ARTIFICIAL WEB ISN'T AS STRONG AS SPIDER-MAN'S REAL ONE, BUT NO ONE'LL NOTICE THE DIFFERENCE!

SECONDS LATER...
HELP! POLICE! SPIDER-MAN'S HEADING FOR THE ROOF WITH STOLEN PLANS! HELP!!
HE FINALLY BROKE FREE! GOOD! IT'S ALL GOING ACCORDING TO PLAN!
HERE'S MY SHIP! I CAN'T FAIL NOW!
I'LL BE GONE JUST BEFORE THE REAL SPIDER-MAN GETS HERE!
I'M SORRY I WON'T BE THERE TO HEAR SPIDER-MAN TRY TO TALK HIMSELF OUT OF MY TRAP!
STRANGE--THAT HELICOPTER MUST HAVE JUST LEFT THE ROOF I'M HEADING FOR!
I WONDER WHO SENT FOR ME? NOBODY IS WAITING ON THE ROOF!
LOOK! THERE HE IS!
FREEZE, SPIDER-MAN! WE WANT THOSE SECRET PLANS YOU STOLE!
PLANS?... STOLE?... I'M BEGINNIN' TO SMELL A RAT!
I DON'T KNOW WHAT THIS IS ALL ABOUT, BUT NOBODY'S FRAMIN' ME FOR ANYTHING!
THAT'LL HOLD YOU TILL I CAN GET AWAY!
WHAT A FOOL I WAS! THE MESSAGE WAS A TRICK TO PIN A CRIME ON ME! AND I FELL FOR IT!
BUT WHO COULD HAVE--? WAIT! THAT HELICOPTER! THE PILOT IS THE ONE THE POLICE REALLY WANT!
IF HE HASN'T FLOWN TOO FAR, I CAN USE MY SPIDER'S SENSES TO "TUNE IN" ON THE SHIP... GET ITS LOCATION!
GOT IM! HE'S OUT TOWARDS THE WATERFRONT! I'VE GOT TO STOP HIM!


WELL, IF I'M GOING TO CATCH ME A SPEEDING WHIRLEY-BIRD, THERE'S ONLY ONE WAY TO DO IT...
...AND THAT IS...
...TO GET A REAL FAST START! LIKE THIS!
TWANNNG!
HE'S ALREADY REACHED THE SEA!
BUT I CAN MAKE A PARACHUTE OUT OF MY WEB AND FLOAT DOWN TO THAT MOTORBOAT BELOW! I'M NOT LICKED YET!
MINUTES LATER...
I'M JUST IN TIME! THERE'S THE PLANE-- AND THERE'S A RED SUB SURFACING TO MEET IT!
BUT, WITH MY WEB OVER THE CONNING TOWER, THEY WON'T BE ABLE TO OPEN THE HATCH!
OUR HATCH IS JAMMED! IT WON'T OPEN! HOW WILL WE GET THE PLANS, COMRADE?
FORGET THE PLANS! WE'VE BEEN SEEN!!... SUBMERGE!
NOW TO FIND OUT WHO FRAMED ME!
SPIDER-MAN! BUT HOW--?
I CAN'T SHAKE HIM OFF--NO MATTER HOW I MANEUVER!
HE--HE RIPPED OFF THE DOOR WITH HIS BARE HANDS!
END OF THE LINE FOR YOU, COMMIE! HEAD THIS SHIP TOWARDS SHORE--AND I MEAN NOW!
8

AND, BEFORE THE POLICE HAVE LEFT THE LARK BUILDING ROOF...
LOOK!
HERE'S THE GUY YOU'RE LOOKIN' FOR! THE GUY WHO STOLE THOSE PLANS AND IMPERSONATED ME!
BUT IN THE NEXT SPLIT-SECOND, THE WILY CHAMELEON DROPS A TINY SMOKE PELLET, AND BREAKS FREE IN THE CONFUSION...
BEFORE THEY KNOW WHAT HAPPENED, I'LL HAVE TAKEN A NEW DISGUISE, AND BE FREE!
HE CAN'T GET OUT OF THE BUILDING! ALL EXITS ARE GUARDED!... SEARCH EVERY ROOM!
LET THEM SEARCH! I KNEW THIS DISGUISE WOULD COME IN HANDY! WHO WOULD EVER SUSPECT A POLICEMAN?
I'LL LOOK IN HERE, MEN!
I'LL TAKE THIS CORRIDOR!
AND I'LL HEAD FOR THE STREET UNDER YOUR VERY NOSES!
BUT AGAIN THE CHAMELEON HAS RECKONED WITHOUT SPIDER-MAN'S SUPERNATURAL SPIDER'S INSTINCTS...
THAT TINGLE I FEEL! MY QUARRY IS CLOSE-- WITHIN STRIKING DISTANCE!
HE'S WISE TO ME! IF I CAN JUST PULL THIS FUSE--
ONE OF THESE COPS MUST BE A PHONY!
HE'S DOUSED THE LIGHTS! BUT THAT WON'T STOP ME! I CAN STILL SENSE HIM IN THE DARK!
I'LL JUST SHOOT MY WEB OVER-- OH, NO!
I'M ALL OUT OF THE SPECIAL FLUID!

I' VE GOT TO REACH THAT EXIT BEFORE HE DOES! THIS IS THE FASTEST WAY!
THAT FIGURE-- LEAVING THE OTHERS-- IT'S HIM!
BUT, AS THE LIGHTS GO ON AGAIN, THE CHAMELEON RESORTS TO ONE, LAST, DESPERATE RUSE...
HELP! GRAB HIM! IT'S THE CHAMELEON, DISGUISED AS SPIDER-MAN AGAIN!
WHA--?
OH, NO, YOU DON'T! YOU'RE NOT GONNA FOOL US THAT WAY A SECOND TIME!
WAIT!:.. HE'S LYING! I AM SPIDER-MAN!
IT WORKED! NOW TO SLIP AWAY!
IN A FIT OF WHITE-HOT FURY, THE POWERFUL SPIDER-MAN WRENCHES FREE OF THE STARTLED OFFICERS' GRASP, AND...
LOOK AT HIM GO UP THAT WALL! HE WAS THE REAL SPIDER-MAN!
EVERY TIME I TRY TO HELP, I GET INTO WORSE TROUBLE! WELL, THEY CAN CATCH THAT SPY THEMSELVES NOW!
AND WITHIN MINUTES, CATCH HIM THEY DO...
HERE HE IS, CAPTAIN! I SPOTTED HIM BY HIS TORN UNIFORM-- I COULD SEE HIS OTHER DISGUISE BENEATH IT!
BLAST IT! I MUST HAVE RIPPED IT IN MY SCUFFLE WITH SPIDER-MAN!
AND, AS THE CHAMELEON IS LED AWAY, A LONE FIGURE LOSES HIMSELF IN THE SHADOWS OF THE SILENT NIGHT...
NOTHING TURNS OUT RIGHT...*SOB*...I WISH I HAD NEVER GOTTEN MY SUPER POWERS!
LATER, AS THE LATE EDITIONS COME OUT, FOUR FAMOUS FIGURES PONDER THE CASE OF THE AMAZING SPIDER-MAN!
REED, HE'S SO POWERFUL, AND SO CONFUSED! WHAT IF SPIDER-MAN EVER TURNS HIS SUPER POWERS AGAINST THE LAW?
YEAH! IF A TEEN-AGER CAN BE SO BLAMED STRONG, HOW STRONG'LL HE BE WHEN HE GETS OLDER?
AW, WE WON'T EVER HAFTA WORRY ABOUT HIM!
WON'T WE, JOHNNY? I WONDER...
AND THE WHOLE WORLD WILL HAVE TO WONDER-- UNTIL OUR NEXT GREAT ISSUE! DON'T MISS IT!!
The END
10

# 104 KINGS' Knights

ONLY $1.49 postpaid

**Here's What You Get:**

- 4 Kings on horseback with swords
- 12 Knights in armor on horseback with Pikes
- 12 Knights on horseback with Banners
- 4 Buglers afoot
- 12 Knights on horseback with battle axes
- 20 Footsoldiers with Maces and side swords
- 20 Footsoldiers with swords and shields
- 20 Footsoldiers with long bows

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# BOYS! MEN!

# MY SECRET NEW DYNAFLEX METHOD

## CAN BUILD YOU A MAGNIFICENT NEW HE-MAN-MUSCLED BODY IN JUST TEN MINUTES A DAY—with absolutely NO weights—NO bar-bells—NO EXERCISE AT ALL!

Yes! If the girls LAUGH at you now when you take off your shirt—they'll be breaking down the doors to get dates with you—once they've seen the rugged DYNAFLEX BODY I can give you! I'll build you a tough brutal massive body—shoulders clad with solid inches of he-man BRAWN. I'll give you bulging biceps, trip-hammer fists, power-packed legs, and a chest that will have you popping the buttons off your shirt with pride! (—says MIKE MARVEL, "Builder of Champion Bodies")

Mike Marvel

### ARE YOU WEAK, ALWAYS TIRED, LACK PEP?

Whether you're thin and scrawny, or sagging with unsightly fat—my secret DYNAFLEX method will cram new, vigor and red-blooded vitality into your puny, exhausted body. Once DYNAFLEX makes you a two-fisted dynamo of manly beauty, rippling with power, glowing with magnetic sex-appeal—you'll be bursting with get-up-and-go. Man, you'll be really ALIVE—tingling with zest and rip-roaring energy—for the first time in years!

### PROOF!

"I tried two other systems, before my buddy told me about DYNAFLEX. It really works—and how! I've put two inches of solid muscle on my biceps, three inches on my chest. It's like magic!"
L. C., New York City

"I never thought you could build hard, fine muscles without exercises or weights. Started DYNAFLEX two weeks ago, and am building a great physique."
E. G., Detroit, Mich.

"DYNAFLEX is the best yet. Only three weeks, and I have more dates than I can handle! I am telling all my pals about DYNAFLEX."
F. S., Chicago, Ill.

### ARE YOU ASHAMED OF YOUR BODY NOW?

Pal—do YOURSELF a favor! Take a good long look in a mirror. Do you see a puny, starved body—scrawny arms—bony shoulders—a flabby stomach and skinny legs? Do girls laugh and fellows grin when you take off your shirt?

BELIEVE IT OR NOT—I can add solid pounds of rippling, steely he-man MEAT to your build. I can take those skeleton arms and PACK EVERY INCH with explosive virile MAN-MUSCLE. I can take that caved-in chest and build on six rugged inches of strong sleek MAN-SIZED BRAWN. I can clothe your skinny frame with GIANT RIPPLING DYNAFLEX MUSCLES that will have the girls gasping with awe and admiration! And with NO tiring exercise, NO high-priced bar-bells or gym equipment!

Or is your problem a body sagging with soft rolls of unhealthy, unhandsome FAT? Puny muscles—sagging stomach—bloated face—arms heavy with layers of BLUBBER? Are you ASHAMED to go to the beach and let them see your "FAT-MAN PHYSIQUE"?

If so, wake up, fella! THIS IS IT! I will peel off that fat and give you a lean virile DYNAFLEX BODY, armored with a sheath of hard tough handsome muscle. I can build you into a healthy, streamlined HERCULES—bursting with dynamic manly strength. I'll give you a taut rock-hard midsection—legs muscled like rolled steel springs. I can pack solid DYNAMITE into your fists and give you a rugged handsome build brim-full of the magnetic SUPER-BODY SEX-APPEAL girls are hungry for. And with NO starvation diets—NO fatiguing calisthenics—NO expensive health-foods!

### HOW DYNAFLEX BUILDS BEAUTIFUL BODIES

DYNAFLEX is the modern miracle of body-building. It takes no tiresome exercises, "trunk" diets, protein foods, and no weights or bar-bells. DYNAFLEX is the amazing discovery of a West German Doctor whose research into the Science of Strength found a thrilling new way to build GIANT BRAWNY MUSCLES in ten minutes a day. With DYNAFLEX you "flex" each muscle once—in a certain way—that is more effective than if you exercised that muscle 20, 30, even 100 times the old-fashioned way. With DYNAFLEX you get bigger results in ten minutes than after hours of grunting and groaning, hefting heavy weights. DYNAFLEX causes each muscle in your body to bring out its round, steely fullness and satiny symmetry. DYNAFLEX packs that muscle with glowing vibrant new strength and energy—FAST. In ten minutes a day I can cover your bony frame with healthy rippling muscle—give you a deep, powerful chest—solid shoulders and iron wrists—tough, slim midsection—and trim, steel-spring legs—simply thru "DYNA-FLEXING" each muscle once a day!

There's nothing wrong with the bar-bell and weight-lifting method . . . but why bother? Why waste time and money, why sweat and strain your way to a streamlined symmetrical SAMSON-STRONG BODY—when you can do it better—bigger—faster—easier with the DYNAFLEX SECRET?

### STRONG-MAN SEX-APPEAL ATTRACTS GIRLS

Be honest. Down deep you KNOW you envy the boy with the virile, magnificent build. Every man and boy secretly desires a broad brawny back, a solid man-muscled chest, handsome he-man shoulders, arms rippling with tough, steely sinews, a narrow waist, slim hips and springy, power-packed legs. Girls go for a fellow with TWO-FISTED BIG MUSCLE SEX-APPEAL . . . and they only laugh at skinny guys or "fatsos".

Let me give you a glowing new body, brimming over with energy and irresistible inches of solid muscle on your chest—he-man appeal. I can build three inches of beef and brawn on your shoulders. I will mold you a handsome super-body of terrific strength, give you a crushing grip, legs crammed with steel springs. A lean taut rock-solid punch-proof midsection. Pack your body with energy and thrilling stamina that will have girls falling at your feet.

### GIVE ME TEN MINUTES A DAY —THAT'S ALL!

After DYNAFLEX, you'll be able to roll up your sleeves and take off your shirt and, for the first time in your life, you'll be PROUD of your manly build. Yes, sir, say goodbye to your weak, flabby frame—get ready for adventure and romance with a solid physique that glows and vibrates with virile he-man appeal. You'll be really proud to have people see your MAGNIFICENT HE-MAN-MUSCLES at the beach or gym. And, when the fellows stare with envy and jealousy—when the girls crowd around to admire your true biceps or thank your bulging brawny chest—then you ask is amazement HOW you did it—tell them about the Magic Secret of DYNAFLEX!

Your Pal,
MIKE MARVEL
"Builder of Champion Bodies"

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Mike Marvel System, DEPT. 63, 285 Market St., Newark, N.J.

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Fellows! Mail the coupon now, and receive Mike Marvel's FREE GIFT to you, this exciting and informative book. Discover a secret method for developing a new, almost MAGNETIC way of attracting the girls. At parties, dances, at the beach—you will have the girls clustering around you breathlessly, while the guys watch enviously. "What does HE have that WE don't?" they will say. The answer is in this exciting new book, your GIFT from Mike Marvel. Fill out and mail the coupon NOW!

MAIL MONEY SAVING NO RISK FREE TRIAL COUPON NOW!

Check as many of the boxes you want HERE — Complete System $1.98.

- ☐ Lose fat, be trim and solid
- ☐ Build deep brawny chest, bulging with vigorous strength
- ☐ Lose fat, be trim, strong, handsome
- ☐ Mold mighty back, broad beefy shoulders
- ☐ Build muscle on skinny wrists and arms
- ☐ Develop crushing grip, two - fisted punch-power

MIKE MARVEL System, Dept. 63
285 Market St.,
Newark, N.J.

Okay, Mike! Here's $1.98. Send me your COMPLETE (nothing else to buy later) body-building course. I want to see your new secret of DYNAFLEX, to win a HERCULES HE-MAN BODY in just ten minutes a day. Rush my course of the DYNAFLEX SYSTEM and my free gift book "Secrets of Attracting Girls" on your money-back guarantee, in plain wrappers. If I don't develop a splendid physique and become more popular with girls you will refund my money in full.

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